



# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting of Beijing Capital International Airport Company Limited (the “Company”) will be held at Capital Airport, Beijing, the People’s Republic of China (“PRC”), on Wednesday, 12 June 2002 at 10:00 a.m. for the following purposes:

- 1) To consider and approve the 2001 Report of the Board of Directors;
- 2) To consider and approve the 2001 Report of the Supervisory Committee;
- 3) To consider and approve the 2001 Audited Financial Statements and Auditors’ Report;
- 4) To consider and approve the 2001 Profit Appropriation Proposal;
- 5) To elect directors for the next term of office and to determine the remuneration of the directors;
- 6) To authorise the Board of Directors to enter into service contracts and/or appoint letters with all the newly elected executive directors and non-executive directors respectively upon such terms and conditions as the Board of Directors shall think fit and to do all such acts and things to effect such matters;
- 7) To elect supervisors representing the shareholders for the next term of office;
- 8) To authorise the Board of Directors to enter into promise letters with all the newly elected supervisors representing the shareholders and representing the staff respectively and to do all such acts and things to effect such matters.
- 9) To consider and approve the appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Co., Ltd. and PricewaterhouseCoopers, respectively, the Company’s PRC and international auditors for 2002 and authorisation to the Board of Directors to fix their remuneration;
- 10) To consider and, if thought fit, pass the following resolution as a special resolution:

**“THAT:**

- (a) subject to paragraphs (c) and (d) below, and in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Company Law of the PRC, and other applicable rules and regulations (in each case as amended from time to time), a general unconditional mandate be and is hereby granted at the annual general meeting to the Board of Directors to exercise once or more than once during the Relevant Period (as defined below) all the powers of the Company to allot and issue new shares on such terms and conditions the Board of Directors may determine and that, in the exercise of their power to allot and issue shares, the authority of the Board of Directors shall include (without limitation):



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- (i) the determination of the class and number of shares to be issued;
  - (ii) the determination of the issue price of the new shares;
  - (iii) the determination of the opening and closing dates of the new issue;
  - (iv) the determination of the class and number of new shares (if any) to be issued to the existing shareholders;
  - (v) to make or grant offers, agreements and options which might require the exercise of such powers; and
  - (vi) in the event of prohibitions or requirements of overseas laws or regulation or for some other reasons as the Board of Directors may consider expedient and, in the case of an invitation to subscribe for or allotment of shares to the shareholders of the Company, the exclusion of shareholders who are resident outside the PRC or the Hong Kong Special Administrative Region;
- (b) upon the exercise of the authority granted under paragraph (a) above, the Board of Directors may during the Relevant Period make and grant offers, agreements and options which might require the shares subject thereto to be allotted and issued after the expiry of the Relevant Period;
- (c) the aggregate number of domestic shares and overseas listed foreign shares to be allotted or conditionally or unconditionally agreed to be allotted (whether pursuant to the exercise of options or otherwise) by the Board of Directors of the Company pursuant to the authority granted under paragraph (a) above (excluding any shares allotted pursuant to the arrangement for the transfer of the statutory accumulation fund into capital in accordance with the Company Law of the PRC or the Articles of Association of the Company) shall not exceed 20% of the respective aggregate amount of the issued domestic shares and overseas listed foreign shares of the Company at the date of the passing this Resolution;
- (d) the Board of Directors of the Company shall exercise the authority granted under paragraph (a) above (i) in accordance with the Company Law of the PRC, other applicable rules and regulations, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (in each case as amended from time to time) and (ii) subject to the approval of the China Securities Regulatory Commission and relevant authorities of the PRC;

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(e) for the purposes of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; and
  - (ii) the date on which the authority given under this Resolution is revoked or varied by a special resolution of the shareholders of the Company in shareholders’ general meeting;
- (f) upon the exercise by the board of Directors of the authority granted under paragraph (a) above having been approval by relevant authorities and in accordance with the Company Law of the PRC and other applicable rules and regulations, the Company’s registered share capital be increased by an amount corresponding to the amount of the relevant shares allotted pursuant to the exercise of the authority granted under paragraph (a) above, provided that the registered share capital of the Company shall not exceed Rmb4,615,380,000;
- (g) subject to the allotment and issue of new shares pursuant to the exercise by the Board of Directors of the authority granted under paragraph (a) above having been approved by relevant authorities and in accordance with the Company Law of the PRC and all other applicable rules and regulations, the Board of Directors be and is hereby authorised to amend as they may deem appropriate and necessary, Articles 20, 21 and 24 of the Articles of Association of the Company to reflect the change in the share capital structure of the Company resulting from the allotment and issue of new shares pursuant to the exercise of the authority granted under paragraph (a) to allot and issue new shares;

11) To consider other issues (if necessary).

By order of the Board  
**Wang Jianzhuang**  
Company Secretary

Beijing, PRC, 18 April 2002

*Note:*

1. Any shareholder entitled to attend and vote at the above mentioned meeting may appoint one or more proxies to attend and vote at the meeting on his/her behalf in accordance with the Company’s Articles of Association. A proxy need not be a shareholder of the Company.

*If more than one proxy is appointed, such proxies may only exercise their voting right at poll.*

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2. *The instrument appointing a proxy must be in writing under the hand of his appointer or his attorney duly authorised in writing. If the instrument appointing a proxy is signed by other person authorised by the appointer, the power of attorney or other authority must be notarially certified. If the appointer is a legal person, then the instrument shall be signed under a legal person seal or signed by its director or an attorney duly authorised in writing. To be valid, the notarially certified power of attorney or other documents of authorisation and the form of proxy must be delivered to the Company's H share Registrars: Hong Kong Registrars Limited, not less than 24 hours before the time appointed for the holding of the meeting.*
3. *Shareholders or their proxies shall produce their identity documents when attending the meeting.*
4. *The register of members of the Company will be temporarily closed from Monday, 13 May 2002 to Wednesday, 12 June 2002 (both dates inclusive), during which period no transfer of shares will be registered. Shareholders of the Company whose names appear on the register of members on Monday, 13 May 2002 are entitled to attend and vote at the meeting.*

*In order to qualify for the final dividend mentioned above and entitlements to attend and vote at the meeting, holders of H shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the Company's H share Registrars: Hong Kong Registrars Limited at or before 4:00 p.m. on Friday, 10 May 2002. The address of the Registrars: 2/F, Vicwood Plaza, No.199, Des Voeux Road, Central, Hong Kong.*

5. *Shareholders who intend to attend the meeting are requested to deliver the reply slip to the Company's H share Registrars: Hong Kong Registrars Limited, on or before Thursday, 23 May 2001. The reply slip may be delivered in person, by cable, by post or facsimile.*
6. *The final dividend for the year ended 31 December 2001 is expected to be paid on or before Friday, 28 June 2002 to the shareholders whose names appear on the register of members on Tuesday, 21 May 2002.*
7. *The Annual General Meeting is expected to last for less than half a day. Shareholders and their proxies attending the meeting shall be responsible for their own travelling and accommodation expenses.*
8. *Pursuant to paragraph 2 of Article 95 of the Company's Articles of Association, written notice of the intention to nominate a candidate for election as a director and the written notice by such candidate of his willingness to accept the nomination shall be sent to the Company 7 days before the date of the shareholders general meeting. The nomination of a candidate who is a representative of the shareholders for election as a supervisor shall be dealt with by reference to paragraph 2 of Articles 95 of the Company's Articles of Association. The Board of Directors wishes to state that, Mr. Dominique M. Pannier and all the existing directors except Mr. Alain Falque have been nominated by shareholders as candidates for election as directors for the next term of office.*
9. *Concerning items 5 and 6 of this notice, the term of office for all the existing directors will expire at the forthcoming annual meeting. The service contracts and/or appointment letters entered with the existing executive directors and non-executive directors respectively will terminate upon the expiry of the term of office for the directors. Accordingly, approval is sought from shareholders to renew the directors' appointment, to determine the remuneration of the directors and to authorise the Board of Directors to enter into new service contracts and/or appointment letters with the newly elected executive directors and non-executive directors respectively.*
10. *Concerning items 7 and 8 of this notice, the term of office for all the existing supervisors shall expire at the forthcoming annual general meeting. The promise letters entered with the existing supervisors representing the shareholders and representing the staff respectively will terminate upon the expiry of the term of office for the supervisors. Accordingly, approval is sought from shareholders to renew the appointment of the supervisors representing the shareholders, to authorise the Board of Directors to enter into new promise letters with the newly elected supervisors representing the shareholders and representing the staff respectively. The supervisors representing the staff shall be elected through democratic election by the staff of the Company. The Company has been informed that the candidates of supervisors representing the shareholders are both the existing supervisors.*
11. *The purpose of proposed Resolution 10 is to seek approval from the shareholders in the annual general meeting to grant a mandate to the Board of Directors to allot and issue new shares subject to the applicable laws, rules and regulation.*